



**MARVEL
COMICS
GROUP**

**12¢ 153
IND. FEB**

STRANGE TALES

APPROVED
BY THE
COMICS
CODE
AUTHORITY



**NICK FURY,
AGENT OF
SHIELD**



**DOCTOR
STRANGE**



DIRECT BY MAIL
BUY ONE, TWO OR A DOZEN OF ANY ITEM YOU WANT.

AND Bunk Beds,
Life Rafts, Walkie Talkies,
Paratrooper
Boots, Flags, Sleeping
Bags, Cots, Phones,
Mine Detectors, Bugles,
Hand & Leg Irons,
Blankets, Bullet Proof
Vests, Flares, Cartridge
Belts, Ammo, Scopes
Maps, Shovels, Canteens,
Saddles, First Aid
Supplies, Sunglasses,
Mess Kits, Haversacks,
AND HUNDREDS MORE
Minimum Orders As Low
As \$5.00 Acceptable



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WORLD'S LARGEST SURPLUS CATALOG. PICTURES AND PRICES OF MORE THAN 500 ITEMS THAT YOU CAN ORDER DIRECT BY MAIL FOR AS LITTLE AS 2c AND 3c ON THE DOLLAR

Separate section with complete sources and information on how to buy direct from the government at amazingly low prices. Examples:

Typewriters—\$8.79
Airplanes—\$159.00
Generators—\$2.68
Elec. Motors—\$1.85
Refrigerators—\$5.00
Pass. Buses—\$208.00

ALSO listed are more than 1,000 places where you can see thousands of different surplus items and buy them right on the spot!

I enclose \$1.00. Send the combined catalog and directory immediately. I understand that my money will be refunded if I am not completely satisfied. Also I will receive a full refund with my first order of \$10.00 or more.

Name _____
(Please Print)

Address _____

City _____ State _____

FULL PURCHASE PRICE OF \$1.00 REFUNDED WITH FIRST ORDER OF \$10.00 OR MORE

"The HIDING PLACE!"

IN THE AFTER-
MATH OF COMBAT,
THERE ARE A
NUMBER OF FRINGE
BENEFITS THAT GO
ALONG WITH THE
POST OF DIRECTOR
OF SHIELD...
AND, ONE OF
THESE IS AN
OCCASIONAL
FREE
SHAVE...

A REAL SHAME ABOUT
THAT EGYPTIAN
CITY BEING OBLITERATED,
ISN'T IT, COLONEL
FURY?

YEAH--I'M ALL CHOKED UP
ABOUT IT--SPECIALLY
SINCE THAT'S WHERE THE
HQ OF HYDRA WAS
LOCATED!

IT'S JUST TOO BAD
THE BIG CHEESE
HIMSELF WASN'T
AROUND TO GIT IN
ON THE BLASTED
FIREWORKS!

BUT SURELY, SIR,
SHIELD'S SMASHING
OF KARNOPOLIS
WILL KEEP THE
SUPREME HYDRA
OUT OF ACTION
FOR A WHILE!

DON'T YOU
BELIEVE IT,
SISTER...

daily GLOBE
**MYSTERY BLAST
DESTROYS
DESERT
OUTPOST!**

REMEMBER... WE
RESCUED THE
DAUGHTER OF THE
FIRST HYDRA CHIEF
FROM HIM AN' HIS
CUTTHROATS...

AN' THEY'LL NEVER LET
UP TILL THEY GIT
EVEN WITH HER FOR
BETRAYIN' EM!

LEST WE
FORGET!

IN THE RESOUNDING,
RHAPSODICAL
RHETORIC OF THE
IRRESPRISABLE
IRVING FORBUSH:

**DON'T YIELD--
BACK SHIELD!**

SELDOM-EQUALLED EDITING
BY STAN LEE

SELDOM-SURPASSED SCRIPTING
BY ROY THOMAS

SELDOM-LACKING LAYOUTS
BY JACK KIRBY

SELDOM-RIVALED RENDERING
BY JIM STERANKO

SELDOM-LEGIBLE LETTERING
BY ARTIE SIMER

I STILL DON'T GET IT, COLONEL! HOW CAN THE GIRL BE ALLOWED TO GO FREE?

SHE WAS A MEMBER OF HYDRA, WASN'T SHE?

"WAS" IS RIGHT! THE PRESIDENT'S PUSHIN' THRU A SPECIAL AMNESTY FOR HER!

NOW CLAM UP FOR A MINNIT, I'M TRYIN' TO READ THE FUNNIES!

THE NEXT MOMENT, A SHARP CRACKLING NOISE EMANATES FROM THE SHIELD RAMROD'S NEWSPAPER, AND...

AGENT SITWELL REPORTING, SIR! AGENT JONES AND I ARE ESCORTING OUR CHARGE INTO THE TRANSFER VEHICLE!

CAN'T YA EVER JUST CALL IT A CAR, LIKE ANYBODY ELSE?

NOW, SHUT YER CHICKEN-SCRATCHIN' YAP, AND GIT ROLLIN'!

AN' IF ANYTHING HAPPENS TO THAT GIRL-- DON'T COME BACK!

CONSIDERIN' SHE'S THE DAUGHTER OF ONE OF SHIELD'S GREATEST ENEMIES, YOU SURE ARE HANDLIN' THAT GAL WITH KID GLOVES!

SHE SAVED MY HIDE ONCE, MISTER--AND NICK FURY AINT ONE TO FORGET A FAVOR!

BUT, DON'T LET THAT GIVE YOU NO IDEAS, I'M OLD ENOUGH TO BE HER BLAMED FATHER!

*NOR SHALL WE EVER FORGET THAT EPOCHAL EVENT IN STRANGE TALES #139! --SENTIMENTAL STAN.

"HER NAME'S LAURA BROWN... AND HER OLD MAN WAS THE FIRST HEAD OF HYDRA! SHE HERSELF BECAME ITS FIRST AND ONLY FEMALE MEMBER!"

NAIL HYDRA! IMMORTAL HYDRA! WE SHALL NEVER BE DESTROYED!

CUT OFF A LIMB, AND TWO MORE SHALL TAKE ITS PLACE!

WE SERVE NONE BUT THE MASTER-- AS THE WORLD SHALL SOON SERVE US!

NAIL HYDRA!

"THE ONLY THING IS, WITH HER THE MUMBO-JUMBO MALARKEY THEY SPOUTED DIDN'T MAKE ANY SENSE-- AND SHE STAYED IN HYDRA ONLY TO TRY 'N TALK HER FATHER INTO REFORMIN'!"

YOU MUST GIVE UP YOUR MAD PLANS FOR WORLD DOMINATION, FATHER!

WHAT? DO YOU REALIZE THAT, IF ANY OTHER WERE TO VOICE THOSE WORDS, HE WOULD SURELY DIE!

I DO WHAT I DO-- FOR YOU... AND YOU ALONE!

BUT--THE COST! ALL THE DESTRUCTION... THE LIVES OF INNOCENT PEOPLE!

BAH! THEY MEAN NOTHING--NOT WHEN THEY STAND IN THE WAY OF IMPERIAL HYDRA!

"FINALLY, WHEN I WAS CAPTURED, SHE SAW THAT NOTHIN' SHORT OF TOTAL DEFEAT WOULD FINISH HER OLD MAN'S NUTTY PIPEDREAM, SO SHE HELPED ME ESCAPE."

KEEP GOING, FURY! IF YOU STOP FOR ANYTHING, WE'RE BOTH DOOMED!

DON'T WORRY, LADY... I WASN'T EXACTLY PLANNIN' TO HANG AROUND TAKIN' IN THE SIGHTS!

BUT, IF DUM DUM AND HIS GOLD-BRICKIN' MEATHEADS DON'T GET HERE FAST...



"BUT, LUCKY FOR THIS EX-COMMANDO, DUM DUM DID SHOW!"

C'MON, NICK--LET'S GO GET 'EM NOWLER STYLE!

YEAH--IT'S TOO BAD WE DIDN'T HAVE SOME'A THESE FANCY POPGUNS BACK IN THE E.T.O.!

KRACK!

STOP THEM! NAIL 'EM--UNNNHH!

THIS IS THE LAST OF 'EM! ONLY SUPREME HYDRA HIMSELF IS LEFT!

PTOW!

THE ONLY THING IS, HYDRA WASN'T DESTROYED--IT JUST WENT UNDERGROUND, USIN' MORE PHONY NAMES THAN A CARNY CON-MAN!

BUT, YOU BEAT THEM, COLONEL--AND DESTROYED THEIR OVERKILL NORN!

MEBBE SO--BUT IT AIN'T TIME YET FER HANDIN' OUT MEDALS! NOT WHILE THE NEW SUPREME HYDRA'S STILL ON THE LOOSE!

AND THE GIRL, SIR--WHAT ABOUT HER?



LIKE YOU SAW IN THE PAPER, LADY--RIGHT NOW, SITWELL'S TAKIN' HER ON A NICE RIDE IN THE COUNTRY!

BUT, EVEN AS NICK FURY SPEAKS... ONLY A SHORT DISTANCE AWAY...

THAT CAR CONTAINS THE ONE WHO BETRAYED US!

ALL OF US HAVE OUR INSTRUCTIONS! PROCEED, WITH PLAN 'K'!

THE SUPREME HYDRA WILL REWARD US RICHLY IF WE SUCCEED IN OUR MISSION!



WE MUST SUCCEED! THE PRICE OF FAILURE IS... DEATH!

THEN, WITHOUT A FURTHER WORD, THE DISGUISED HYDRA AGENTS ZOOM ONTO THE HIGHWAY AND AFTER THE SPEEDING PORSCHE...

YET... THEY'RE JUST FOLLOWING BEHIND US! WHAT CAN THEY WANT?

I CONCUR COMPLETELY!

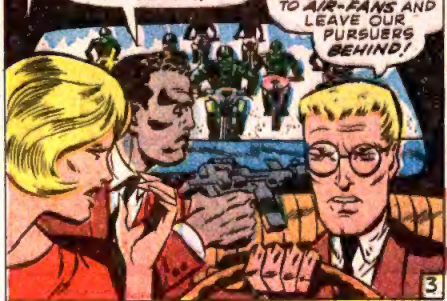
UH OH! DON'T LOOK NOW, SITWELL, BUT IT LOOKS LIKE WE GOT COMPANY!

SOMEHOW, I GOT A HUNCH THOSE CHARACTERS AREN'T JUST OUT FOR A SUNDAY RIDE!

I SUSPECT YOU ARE, RIGHT, AGENT JONES; THEY DO INDEED LOOK LIKE DEFINITELY SINISTER TYPES!

MY GUESS IS, THEY'RE AFTER YOU! WE'D BETTER TAKE TO THE AIR!

SO, FASTEN SEATBELTS, ALL! IT WILL TAKE ONLY SECONDS TO CONVERT THE WHEELS TO AIR-FANS AND LEAVE OUR PURSUERS BEHIND!



BUT, THAT MATTER OF SECONDS IS PRECISELY WHAT THE TWO SHIELD STALWARTS DON'T HAVE, FOR...

NOW, SET 'CYCLES ON AUTOMATIC AND... LEAP!

HAIL HYDRA!

HEY--WHAT GIVES? THOSE BIKES ARE SPEEDING UP... AND THEIR RIDERS ARE JUMPIN' OFF!

LOOK OUT! THEY'RE GOING TO HIT--!

THE NEXT MOMENT, AS SEVERAL CONVERGING MOTORCYCLES STRIKE THE ACCELERATING AUTO...



AND, HALF A WORLD AWAY, BEFORE A GIGANTIC TELESCREEN, THE SIGHT OF THE DEMOLISHED SPORTS CAR IN FLAMES IS GREETED WITH EXULTATION BY A GROUP OF HOODED FIGURES...

IT IS DONE! THE SLIGHT TO HYDRA'S HONOR IS AVENGED!

THE FEMALE TRAITOR IS NO MORE!

AND, WITH HER HAVE PERISHED TWO AGENTS OF SHIELD--OUR MOST DANGEROUS ADVERSARY!

LONG SHALL THIS DAY LIVE IN MY MEMORY... FOR MORE REASONS THAN EVEN YOU CAN SUSPECT!

NEVER HAS THE VOICE OF THE SUPREME HYDRA SEEMED SO GRIMLY PLEASED! HIS HATRED OF SHIELD... AND NICK FURY... IS LIKE A THING ALIVE!

STILL, THIS HAS ALL BEEN TIME WASTED! HAD MY AIR-CAR BUT ARRIVED IN EGYPT SOONER, FURY WOULD NEVER HAVE FREED THE GIRL!

HAIL HYDRA!

SECTION PHOENIX IS NOW IN READINESS FOR YOUR NEXT TRANSFORMATION!

ALREADY, I WEARY OF THIS BURDENSOME DISGUISE, WHICH SERVED MERELY AS A TEMPORARY MEASURE!

NOW, THE TIME HAS COME FOR THE MOST IMPORTANT OF THE MILLION LIVES OF SUPREME HYDRA!

FOR, IT SHALL BE IN MY NEW IDENTITY THAT I WILL GAIN MY MOST PRIZED VICTORY OF ALL... THE UTTER DEFEAT OF NICK FURY!

THEN, LET THE MEN OF SHIELD TREMBLE IN FEAR... AT THE WRATH OF HYDRA!



CONTINUED AFTER NEXT PAGE

MARVEL BULLPEN BULLETINS • MARVEL BULLPEN BULLETINS • MARVEL BULLPEN BULLETINS

THE LATEST LOW-DOWN ON MARVEL'S LIGHT-HEARTED LUMINARIES

FOR LITERATURE LOVERS AT LARGE!

ITEM: Before we do another thing, we've gotta give a mighty Marvel vote of thanks to the famous serviceman's newspaper, *Stars and Stripes*, for the terrific write-up they gave our mags just a few issues ago! We've received enthusiastic letters of comment about it from G.I.'s all over the world, and no wonder, considering that *Stars and Stripes* had things like this to say about us: "(Marvel is) responsible for getting the collegiate crowd on the comics kick!" Then, they go on to say, "From the Ivy League to the Pacific Coast Conference, more than 100 college campuses have their own fan-club chapter of the 'Merry Marvel Marching Society'." Not to mention: "—They are the first breed of super-characters that young adults can really identify with." Though the thing that really knocked us out was when we read: "—It's anything but just another fad when the professors are reading them, too." We'd love to quote lots more, but you all know how inordinately modest we are — so we'll just toss another "much obliged" to our great G.I. boosters, and let it go at that!

ITEM: We get letters each day complaining about the difficulty of finding Marvel mags in some areas. The best way to prevent this unspeakable tragedy is to tell your dealer that he should be sure to display the Marvel titles up front. We're not trying to get you to shill for us, but unfortunately some dealers haven't yet realized the difference between Marvels and ordinary comics — and only you, O Keeper of the Faith, can remedy that situation by letting your dealer know that we're taking over the world — together!

ITEM: We never thought we'd say anything like this to you — because you know how greedy we are — but for the love of Aunt Petunia, don't send us your nickels, dimes, quarters, or postage stamps for our rings, mini-books, plastic figures, bubble gum cards, toys, or any of that jazz! We don't have any here at the Bullpen — honest! We're not the ones who sell those items — the manufacturers themselves do that! So, watch for all our Marvel goodies at your local stores and spare the gang in the Bullpen from having to lick a zillion stamps daily! Okay?

ITEM: It's time for another of our extravagant explanations! Practically every Marvelite in captivity has written to ask why we printed a TV ad a month or so ago which featured another company's character! Some of the letters were cute as all get-out, describing us as turncoats, traitors, defectors, or just plain weak-minded! Perhaps it was a startling sight to see a rival super-hero staring at you from the pages of one of our own publications! But, the explanation is really kind'a simple. We most sincerely believe in the theory of a free press. We also believe that honest competition is healthy for everybody concerned. So, if a competitor wants to pay us his own good money in order to buy an ad in one of our mags, we're delighted. Actually, we consider it a great compliment to us — for it proves that no matter how they may hate to admit it, even they are willing to pay a bundle just to appear

in a Marvel mag! (Say! Do you think they'd accept an ad for one of our mags in a book of theirs? It sure would be fun to find out!)

ITEM: Have we told you yet about the big COMICS FAN CONVENTION held in midtown Manhattan at the end of July? The guest of honor was none other than Jolly Jack Kirby, who gave a short, enthusiastically-received speech to his many fans, and then answered a whole kaboodle of questions from everyone in sight. A few weeks later, at another Comics Con, practically the whole Marvel Bullpen was in attendance: "Smilin' Stan talked and talked and talked and talked — and talked — for hours, in his usual capriciously confusing manner, while Rascally Roy, Fabulous Flo, Jazzy Johnny, Wild Bill, Jaunty Jim, Mirthful Marie, Rambunctious Ron, Dandy Denny, Litterin' Larry, and Merry Morris did their brilliant bit to spread the word of Marvel-dom througout the awed assemblage! Our thanks to Dave Kaler, John Benson, and the many, many frantic fans whose heart-warming hospitality and good humor helped to make the occasion a truly memorable one for us all!

ITEM: Before next month's mags go to the printer, we should start receiving your cogent comments concerning our Marvel Super-Heroes TV Spectaculars! So, watch this space, as well as our various letters pages, for a detailed summing-up of the pros and cons of Marvel's first venture into what we laughingly refer to as — Show Biz! We have a hunch it'll be fun to compare notes. And remember — every one of you true believers is an official Marvel Critic-at-Large! We have spoken!



THE MIGHTY MARVEL CHECKLIST

Marvelous Mags On Sale Right Now!

FANTASY FOUR #59: We call it "Doomsday!" You'll call it possibly the greatest F.F. spectacular of them all! Featuring Dr.

Doom — the Silver Surfer — the Inhumans — and mebbe we can squeeze the F.F. (Itself) into a few pages! It's a blast, dad!

SPIDER-MAN #45: The eagerly-awaited wrap-up of our now-famous Lizard legend! See one of the greatest fight scenes of all time, as Spidey, with one arm in a sling, dares to tackle one of his deadliest foes!

AVENGERS #36: No card-carrying Merry Marcher would dare miss the exciting, rapturously-requested return of Quicksilver and the Scarlet Witch! And, just for good measure, we tossed in one of the most mind-staggering melees ever! You've been warned, pussycat!

X-MEN #28: We hadda do it! At long-awaited last, the X-Men face a brand new mutant menace whose super-power is the Wall of the Banisher! Also, wait'll you get a peek at the overwhelming, unspeakable Ogre!

DAREDEVIL #24: In answer to a zillion requests, we have another nutty, nail-biting mystery for you! And, just to make it extra-special, it features the return of a fighting mad Ka-Zar — plus, the most serious threat yet to Matt's secret identity! A sizzler!

THOR #136: The big one, at last! Odin decides to make Jane Foster an immortal, so that she and the Thunder God can be married! But, it leads to one of the most unusual, unsuspected problems of all! We kid thee not!

SUSPENSE #86: You've never seen Iron Man stronger — more supremely powerful — than now, when he battles the menacing Mandarin to a fateful finish! Meanwhile, Captain America invades an enemy stronghold to learn the secret of the dreaded Z-Ray!

ASTONISH #88: The surprise sensation of the season! Mighty Prince Namor faces a menace from outer space — and the evil Attuma, as well! And, talk about fights! You'll flip your wig over the Hulk's bombshell battle with blustering Boomerang!

SQT. FURY #38: The hard-hitting Howlers blaze into action in the Mediterranean theater, alongside a Japanese-American hero of the famed Nisei regiment. In addition, you'll wanna be on hand to find out the latest scoop on the wounded Dino Manelli!

MARVEL COLLECTORS' ITEM CLASSICS #7: The fabulous Fantastic Four! The invincible Iron Man! The dynamic Dr. Strange! The incredible Hulk! Never before have so many fans received so much for so little!

FANCY MASTERPIECES #6: Another terrific trio of titanic tales with everybody's Golden-Age favorite, Captain America — plus three fantasy classics!

MARVEL TALES #6: Spidey — Thor — the Human Torch — and the high-flying, heavenly Wasp! All in one mag — the biggest bargain since the Louisiana Purchase!



Let's meet 26 more M.M.M.S. members!

Ricky Hips Omaha, Neb.	Ronald Jung New York, N. Y.	John Canger Chicago, Ill.	Gary Goodwin Upper Falls, Mass.	Sheldon Jaffe Far Rockaway, N. Y.	Pete Cogdameby Stanford, Cal.
Brad Fravel Canton, Ohio	Stover S. James, Jr. South Boston, Va.	Samuel Costanzo Los Angeles, Cal.	Mark Loneragan Bergline, N. J.	Michael W. Bean Dan Hirschberg Stanford, Cal.	Dan Hirschberg Stanford, Cal.
Terry Mitchell Bowie, Tex.	Richard Lund North Bergen, N. J.	Randy Jacobson Rockford, Ill.	John Hollisburton Indianapolis, Ind.	Dwight Caswell Stanford, Cal.	Barry McNeill Stanford, Cal.
Jeff Larson Greiflon, N. D.	Tommy Howlin Landover, Md.	Paul Glaze Houston, Tex.	Ronald McLaughlin Ft. Devens, Mass.	Lynn McDonald Stanford, Cal.	Sharon Harder Chicago, Ill.

BOYS 12 or older**MAKE \$1 to \$5 Weekly in Your Spare Time****Sell GRIT**

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the popular publication in 1,000,000 homes

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5¢
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Equipment, Bike Equipment,
Hunting Knife, Models and other
things boys like.

Grab this opportunity to have your own profitable business. GRIT will help you get started—send you papers and selling helps. You pay only for the papers you sell until you know how many to order. GRIT is easy to sell. It is the favorite newspaper for more than 1,000,000 families from coast to coast every week.

You can build up a big sale quickly by showing your copies to friends and neighbors. Get started at once!



If You Are a Boy 12
Years Old or Older

**MAIL
THIS
TODAY**

In an Envelope or
Pasted on a Post Card

Print Name and Address Below

GRIT PUBLISHING CO., Williamsport, Pa. 17701

MC12-6

Send my first bundle of papers, selling helps and prize offers.

Name

Are You a Boy? ☐ Age Date Born Year

In Care of

Street and No. R. F. D.

Post Office State

Zip Code No.

Print Your
Last Name
Plainly Here

**BE A
SUPER SPY**

see through walls

AMAZING

NEW

SPY

PEN

the man from U.N.C.L.E.

DEVELOPED BY THE GERMAN SECRET SERVICE
IN WORLD WAR II. USED BY INTERPOL!

Can also be used as
a powerful telescope. No
other device gives both features
— secret wide angle vision and telescopic close-ups.
Plus a booklet on spy secrets and autographed pictures
of Solo and Ilya

"SEE" THROUGH WALLS

Like Solo and Ilya in the man from
U.N.C.L.E.

Solid objects are no longer a barrier. Spy-Pen sees through everything — walls, floors, fences! Spy-Pen super wide angle vision lets you even see objects placed on the other side of the wall through which you are looking! Spy-Pen can even see around corners!

• **PRECISION OPTICAL INSTRUMENT.**

Spy-Pen has three precision ground lenses, not just two like some imitations. These lenses gives you a wider more complete field of vision so clear that photographs can be taken through it that show all four walls, the floor and the ceiling. Nothing escapes Spy-Pen.

MAIL COUPON TODAY!

HIDDEN DEVICES Dept. A.W.10
BOX 47, NORTHRIDGE, CALIF.

I would like to order the amazing "SPY-PEN." If I'm not 100% satisfied with my "SPY-PEN" after the ten-day free trial I may return it for refund.

Please send me ☐ "SPY-PEN(S)" I enclose \$1.98 cash, check, or money order for each SPY-PEN, plus 27c shipping costs.

Name

Address

City State

Calif. residents add 4% Sales Tax

HOWEVER, AT THE EXACT MOMENT, NICK FURY AND SHIELD ARE FAR TOO BUSY WITH OTHER MATTERS TO SPEND TIME TREMBLING, FOR...

DUM DUM! WHAT IN BLUE BLAZES ARE YOU DOIN' IN THE BLASTED ORDANCE DIVISION, YA OL' GOAT? YER SUPPOSED TA BE IN THE INFIRMARY!

LET'S JUST SAY I'M AWOL, AND LET IT GO AT THAT! ANYWAY, I AINT EXACTLY A BASKET CASE YET!

SO, STOP ACTIN' LIKE I'M TRYIN' OUT FER 'QUEEN FOR A DAY' AN' HELP YER OLD BUDDY ON BOARD!

COLONEL FURY, WE'RE READY TO INSTALL THE SAUCER'S ULTRA-MAGNETIC STABILIZER!

SO, STOP YAKKIN' AN' INSTALL IT AWREADY, BEFORE IT STARTS RUSTIN'!

AS LONG AS YOU GOTTA HOBBLE AROUND, DUM DUM, YA MIGHT AS WELL MAKE YERSELF **USEFUL**, GIMME HAND AT HOLDIN' THIS BLAMED **MAGNI-FORCE REPU'LSOR**, WILL YA?

IT MIGHTA BEEN HYDRA THAT FIRST **BUILT** THIS FLYIN' COFFEE-CUP, BUT ONLY **TONY STARK** COULD'A COME UP WITH THIS GIZMO THAT'LL CREATE A **FORCE FIELD** AROUND IT!

TONY STARK AGAIN! THAT **PLAYBOY EDISON** MUST SPEND SO MUCH TIME INVENTIN' **GADGETS**, HE'S GOT NO TIME LEFT FER HIS **PRIVATE LIFE**!

WHO SAYS HE'S GOT ONE?



NOW, ARE YOU GONNA HELP ME **CONNECT** THIS THING, OR AINTCHA?

SORRY, NICK! I WUZ JUST WONDERIN' HOW **GABE** AND **SITWELL** WUZ MAKIN' OUT...

JUST THEN, AS IF IN ANSWER TO THE SENIOR SENTINEL'S MUSING...

COLONEL FURY! RED ALERT! OUR AUDIO-VISUAL COMMUNICATION WITH AGENTS SITWELL AND JONES HAS BEEN **BROKEN**!

THEIR LAST MESSAGE SAID THEY WERE BEING MENACED BY **EMISSARIES OF HYDRA** IN SECTOR THREE!

OKAY! OKAY! DON'T JUST STAND THERE FLAPPIN' YER GUMS AT ME! GET ME AN **EMERGENCY CLEARANCE**, I'M GOIN' AFTER 'EM!

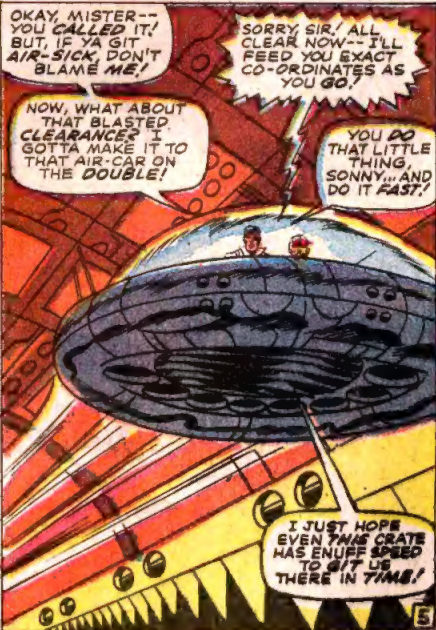
DUM DUM! GET BACK TO **SICK BAY**-- THAT'S AN **ORDER**!

OKAY, MISTER-- YOU **CALLED** IT! BUT, IF YA GIT **AIR-SICK**, DON'T **BLAME** ME!

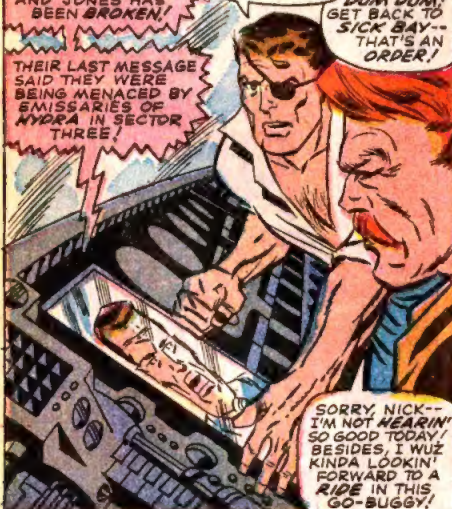
NOW, WHAT ABOUT THAT **BLASTED CLEARANCE**? I GOTTA MAKE IT TO THAT **AIR-CAR** ON THE **DOUBLE**!

SORRY, SIR! ALL CLEAR NOW-- I'LL FEED YOU EXACT **CO-ORDINATES** AS YOU GO!

YOU DO THAT **LITTLE THING**, SONNY... AND DO IT **FAST**!

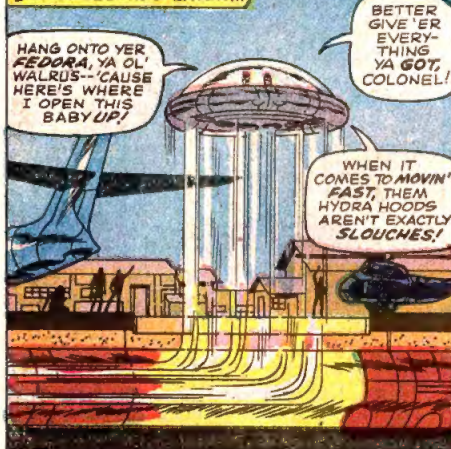


I JUST HOPE EVEN THIS **CRATE** HAS ENOUGH **SPEED** TO GET US THERE IN **TIME**!



SORRY, NICK-- I'M NOT HEARIN' SO GOOD TODAY! BESIDES, I WUZ KINDA LOOKIN' FORWARD TO A **RIDE** IN THIS GO-BUGGY!

SCANT SECONDS LATER...



HANG ONTO YER
KEDDAR, YA GIL!
WALRUS--CAUSE
HERE'S WHERE
I OPEN THIS
BABY UP!

BETTER
GIVE 'ER
EVERY-
THING
YA GOT,
COLONEL!

WHEN IT
COMES TO MOVIN'
FAST, THEM
HYDRA HOODS
AREN'T EXACTLY
SLOUCHES!

THEN, WITH FANTASTIC, ALMOST INCALCULABLE
SPEED, THE SAUCER-SHAPED CRAFT TRAVERSES
THE SHORT DISTANCE TO ITS OBJECTIVE...

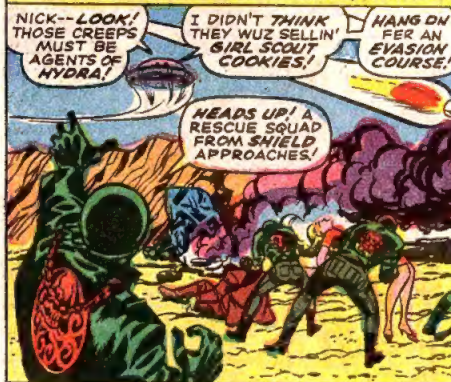
...BUT, NOT WITHOUT BEING
OBSERVED FROM AFAR BY
SOME DISTINCTLY
PERPLEXED PASSERS-BY...

I SEE IT...
BUT I DON'T
BELIEVE IT!

YOU DON'T
BELIEVE IT? I
JUST WROTE
A PAPER PROVING
THAT ALL UFO'S
WERE WEATHER
BALLOONS!



BUT, THE DISC'S GRIM PILOTS HAVE NO CHANCE TO REFLECT ON THE
STIR THEY ARE CAUSING...FOR, WITHIN MOMENTS...

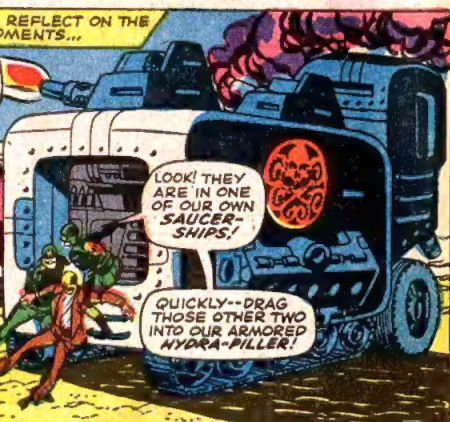


NICK--LOOK!
THOSE CREEPS
MUST BE
AGENTS OF
HYDRA!

I DIDN'T THINK
THEY WUZ SELLIN'
GIRL SCOUT
COOKIES!

HANG ON
FER AN
EVASION
COURSE!

HEADS UP! A
RESCUE SQUAD
FROM SHIELD
APPROACHES!



LOOK! THEY
ARE IN ONE
OF OUR OWN
SAUCER-
SHIPS!

QUICKLY--DRAG
THOSE OTHER TWO
INTO OUR ARMORED
HYDRA-FILLER!



I DON'T LIKE IT, NICK!
ONCE THEY HAUL GABE,
JASP, AND THE GAL
INSIDE THAT OVERSIZED
KIDDIE-CAR, WE WON'T
BE ABLE TO GIT AT 'EM!

THEN, QUIT JAWIN' AN'
START SMOOTIN', MISTER!
WE'LL SEE IF STARK'S
SHINY NEW POPGUNS
ARE WIT IT!

AN' THE TIME TO FIND
OUT IS--NOW!

THEM
WORDS ARE
MUSIC TO
MY SHELL-
LIKE EARS,
FURY!



GOOD WORK,
DUM DUM! YER
PLASTERIN'
THAT GO-KART
SO FAST 'N
FURIOUS THAT
THEM HYDRA
APES DUNNO
WHERE TO
RUN!

PA-KOW!
PA-KOW!

YEAH--AND THEY
DROPPED GABE,
SITWELL AND THE
GIRL!

BUT, THAT STILL
DON'T TELL US
HOW IN BLAZES
WE'RE GONNA GIT
'EM IN HERE!

BUT NOW IT'S TIME TO TURN THE CLOCK BACK A FEW MINUTES, AND VISIT THE HYDRA SECTION KNOWN BY THE CODE NAME OF PHOENIX...

THE NEW SPACE-WARP MISSILE IS READY, MASTER!

THEN HURRY, DOLT, I MUST BE AT MY DESTINATION WITHIN MINUTES!

THE PRELIMINARY WORK IS FINISHED, SUPREME HYDRA!

AGENT O'-- LOWER THE EPIDERM-MASK, AT ONCE!

THEN...

THERE IS NOT A MOMENT TO WASTE! TURN THE THERMO-INDICATOR TO FULL INTENSITY!

I HAVE ALREADY DONE SO, SUPREME ONE!

WITHIN SECONDS, YOU SHALL HAVE A NEW FACE-- PRECISELY THE ONE WHICH YOU PREVIOUSLY DIRECTED US TO PREPARE FOR YOU!

AND, JUST THIRTY SECONDS LATER...

DOES THE DISGUISE MEET YOUR SPECIFICATIONS, MASTER?

AH--EXCELLENT! I AM NOW THE EXACT DOUBLE OF THE ONE WHO LIES CHAINED IN OUR DUNGEON!

THE SUPREME HYDRA SHALL REMEMBER YOU FOR THIS, WHEN THE WORLD IS OURS!

AND NOW, A CHANGE TO OCCIDENTAL CLOTHING-- AND EMIR-AL-BEY IS NO MORE!

IN HIS STEAD, THERE STANDS ONE WHO SHALL BE THE INSTRUMENT OF HYDRA'S FINAL VICTORY OVER SHIELD!

BUT, THINK! WHAT OF THE DANGER? DO YOU DARE GO ON THIS MISSION ALONE?

BAH--SUCH THOUGHTS ARE FOR WEAKLINGS AND FOOLS! I SHALL NOT BE DISCOVERED...

FOR, I HAVE FOUND... THE ULTIMATE HIDING PLACE!

ALMOST AT ONCE, THE AMAZING SPACE-WARP MISSILE ROARS INTO THE SUB-STRATOSPHERE-- AND, WITH IT, A DEADLY PLOT IS LAUNCHED...

RAROOM!

TOO LONG HAVE NICK FURY AND HIS INFERNAL ORGANIZATION BLOCKED THE PLANS OF HYDRA! BUT NOW, THAT TIME IS PAST!

THE HOUR OF HYDRA HAS COME AT LAST-- AND NOTHING THAT THE HUMAN RACE CAN DO WILL CEASE OUR RELENTLESS MARCH TOWARD WORLD DOMINATION!

BUT, EVEN AS THE MYSTERIOUS SUPREME HYDRA CONTEMPLATES HIS THOUGHTS OF CONQUEST, TWO HARD-HITTING EK-HOWLERS HAVE OTHER IDEAS ON THE MATTER...

HEY, FURY--WHERE IN HOLY HANNAH DO YA THINK YOU'RE GOIN' WITHOUT YER BUDDY?

STAY PUT RIGHT WHERE YA ARE, YA OL' WALRUS!

I'M GOIN' AFTER OUR LITTLE LOST LAMBS--AN' I WANNA HEAR THAT BLASTED CANNON COVERIN' ME!

PTHAK! BLOOM!
POXYETTA
POXYETTA

NICK, IN TWENTY YEARS, I'VE NEVER KNOWN YA TO DO NUTHIN' BUT COMPLAIN!

THERE--HOWEAT FER SHOOTIN' FISH IN A BARREL?

THAT'S MORE LIKE IT!

GABE--HOW'RE YOU AN' SITWELL? STRONG ENUFF TA DO SOME FANCY SHOOTIN'?

YEAH! LUCKY FOR US, THE ARMOR ON OUR SPECIAL CAR TOOK MOST OF THE IMPACT OF THE BLAST!

BUT, LOOK OUT! THE CYCLISTS! THEY'RE STILL NEARBY!

JUST KEEP PEPPERIN' THEM HYDRA J.O.'S, AN START EDGIN' BACK TOWARDS THE SAUCER!

COLONEL--AGENT JONES AND I ARE STILL TOO WEAK TO STAND! YOU MUST ABANDON US--TO SAVE THE GIRL!

SHUDDUP, JUNIOR! WHEN I NEED YER ADVICE, I'LL SEND UP A SMOKE SIGNAL!

BRAKKA
BRAKKA

WE'RE GITTIN' OUTTA THIS TOGETHER--OR WE AINT GITTIN' OUT AT ALL!

THOK
THAT'S JUST WHAT I'M AFRAID OF, COLONEL!

IF WE DONT GET SOME HELP, IT'S GONNA BE DAISY-PUSHIN' TIME!

UNNNH-- THAT WUZ CLOSE! THE HOODS IN THAT TANK ARE GITTIN' MY RANGE!

DUM DUM! EITHER ZERO IN ON THAT PILLBOX ON WHEELS--

OR ELSE, GIT SET TO ELECT A NEW DIRECTOR OF SHIELD!

HOWEVER, IT WOULD APPEAR THAT SHIELD'S LUCK HAS RUN OUT...FOR, THE NEXT INSTANT...

NOW--WHILE THEIR ATTENTION IS RIVETED TO THE HYDRA-PILLER--

FIRE!!

PTOW!

THEY ARE SITTING DUCKS! THEIR DOOM IS SEALED!

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YET, UNKNOWN TO GABE, AT THAT VERY SECOND, A DESPERATE DUM DUM DUGAN IS IN URGENT CONTACT WITH THE COMPLEX COMMUNICATIONS CENTER AT SHIELD HEADQUARTERS...

STAND BY!
REPEAT,
STAND BY!
PRIORITY A-1
CLEARANCE
FOR MESSAGE
FROM AGENT
DUGAN!

YOU BETTER
BELIEVE IT,
SONNY-- STOP
FLAPPIN' YER
GUMS AN'
LEAMME TALK--
I AINT EXACTLY
GOT ALL DAY!

MESSAGE RECEIVED!
YOU HEARD WHAT THE
MAN SAID-- SO GET A
MOVE ON!

WELL, AGENT BRONSON,
IT LOOKS AS IF YOU GOT
BACK FROM YOUR VACATION
JUST IN TIME TO GET IN ON
SOME ACTION!

NOTHING COULD
SUIT ME BETTER,
MAJOR! WE'LL MAKE
THOSE CREEPS PLAY
THE GAME THE
SHIELD WAY!

HAN! IF THIS FOOL
ONLY KNEW HE IS
SPEAKING TO THE
SUPREME HYDRA
HIMSELF!

THE COLONEL AN'
ME ARE INVOLVED
IN A RESCUE MISSION
IN SECTOR 3-A2, BUT
FROM THE WAY THINGS'RE
GOIN', IT LOOKS LIKE WE
COULD USE A LITTLE
RESCUIN' OURSELVES!

SO, GIT OFFA YER
TAILS AN' SEND US
SOME REINFORCEMENTS
--ON THE DOUBLE!
OVER AND OUT!

THAT'S THE
SPIRIT, BRONSON!
REPORT TO
THE ARMORY,
AT ONCE!

NOTHING
COULD STOP
ME NOW!

THUS, MOMENTS LATER, AN UNSUSPECTING OFFICER OF SHIELD ARMS THE VERY MAN WHO HAS SWORN AN UNHOLY OATH TO DESTROY IT...

HERE YOU GO--AND
MAKE EVERY SHOT
COUNT!

DON'T
WORRY--
I WILL!

GOOD! THERE
GO OTHER
AGENTS--RUSH-
ING TOWARDS
THE VEHICLE
WHICH WILL CARRY
ME TO NICK
FURY! I MUST
NOT MAKE A
FALSE MOVE
NOW!

C'MON, BRONSON--
THE ROCKET SLED
LEAVES IN
TWENTY-FIVE
SECONDS!

SO--THIS IS WHAT THE INTERIOR OF SHIELD HEADQUARTERS LOOKS LIKE! LITTLE DO THEY SUSPECT THAT SOON IT WILL BE THE IMPREGNABLE FORTRESS OF HYDRA!

ONLY MY GENIUS COULD HAVE CARRIED OFF SUCH A PLAN--USING THE IDENTITY OF A VACATIONING SHIELD AGENT THAT MY MEN CAPTURED--TO INFILTRATE THE VERY STRONGHOLD OF THE ENEMY!

WHAT'RE
YA
THINKIN'
ABOUT,
BRONSON?
GLAD TO
BE BACK
IN
HARNESSE?

YES--
ESPECIALLY
SINCE I CAN
AID IN THE
RESCUE OF
COLONEL
FURY!

FOR, HIM--OF
ALL MEN--DO
I MOST WISH
TO DESTROY
PERSONALLY!

BUT, AS WE REJOIN THE CREW OF THE SAUCER-SHIP, IT LOOKS AS IF THE INCOGNITO HEAD OF HYDRA MIGHT SOON BE **ROBBED** OF HIS REVENGE, AS...

I DON'T UNDERSTAND, COLONEL! WE'RE SURROUNDED BY HYDRA ASSASSINS...YET, THEIR BULLETS KEEP MISSING US!

YA DON'T MISS A THING, DO YA, SITWELL? I'M USIN' A NEW PORTABLE ELECTRO-IMAGE DISTORTER...IT MAKES PEOPLE SHOOT WHERE YA AIN'T!

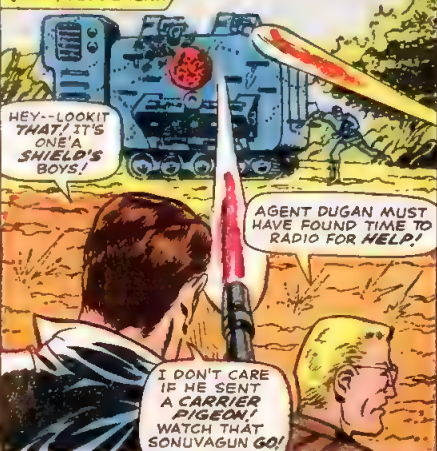
ONLY CATCH IS, WE CAN'T MOVE OUTTA THIS LITTLE CIRCLE--AN', IT WON'T LAST MUCH LONGER!

COME TO THINK OF IT, NEITHER WILL WE!

AT LEAST, I'M GLAD THE GIRL'S OUT COLD! SHE'LL NEVER KNOW WHAT HIT 'ER!



THEN, SUDDENLY...

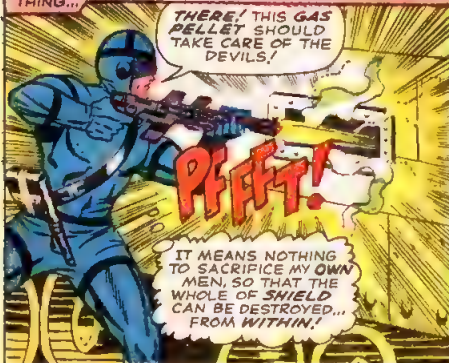


HEY--LOOKIT THAT! IT'S ONE'A SHIELD'S BOYS!

AGENT DUGAN MUST HAVE FOUND TIME TO RADIO FOR HELP!

I DON'T CARE IF HE SENT A CARRIER PIGEON! WATCH THAT SONUVAGUN GO!

HOWEVER, IF NICK FURY KNEW THE **TRUE IDENTITY** OF THE MAN WHO RUSHES TO HIS RESCUE, HE MIGHT BE A BIT LESS **ECSTATIC** ABOUT THE WHOLE THING...

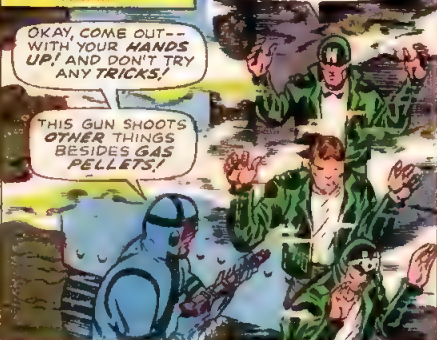


THERE! THIS GAS PELLET SHOULD TAKE CARE OF THE DEVILS!

PEFFT!

IT MEANS NOTHING TO SACRIFICE MY OWN MEN, SO THAT THE WHOLE OF SHIELD CAN BE DESTROYED... FROM WITHIN!

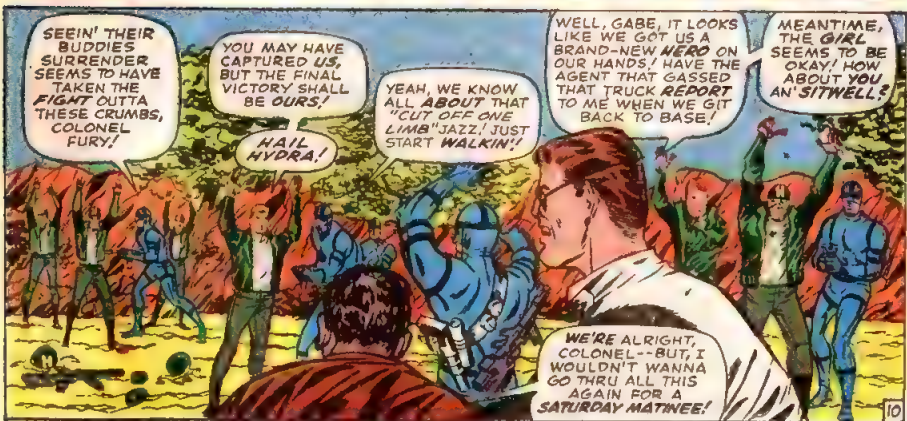
SECONDS LATER, THE DOORS OF THE MAMMOTH VEHICLE ARE THROWN OPEN, AND...



:'KOFF, KOFF! DO NOT FIRE! WE SURRENDER!

OKAY, COME OUT-- WITH YOUR HANDS UP! AND DON'T TRY ANY TRICKS!

THIS GUN SHOOTS OTHER THINGS BESIDES GAS PELLETS!



SEEN! THEIR BUDDIES SURRENDER, SEEMS TO HAVE TAKEN THE FIGHT OUTTA THESE CRUMBS, COLONEL FURY!

YOU MAY HAVE CAPTURED US, BUT THE FINAL VICTORY SHALL BE OURS!

HAIL HYDRA!

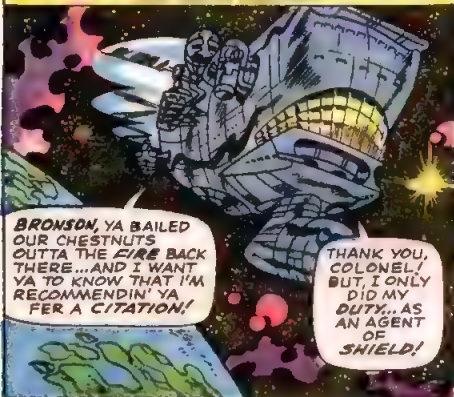
YEAH, WE KNOW ALL ABOUT THAT "CUT OFF ONE LIMB" JAZZ! JUST START WALKIN'!

WELL, GABE, IT LOOKS LIKE WE GOT US A BRAND-NEW NERO ON OUR HANDS! HAVE THE AGENT THAT GASSED THAT TRUCK REPORT TO ME WHEN WE GIT BACK TO BASE!

MEANTIME, THE GIRL SEEMS TO BE OKAY! HOW ABOUT YOU AN' SITWELL?

WE'RE ALRIGHT, COLONEL--BUT, I WOULDN'T WANNA GO THRU ALL THIS AGAIN FOR A SATURDAY MATINEE!

SOON, ABOARD A MASSIVE HELI-CARRIER HOVERING HIGH ABOVE THE EASTERN SEABOARD, THE DYNAMIC DIRECTOR OF SHIELD HOLDS AN AUDIENCE WITH THE MAN WHO IS SECRETLY THE SUPREME HYDRA...



BRONSON, YA BAILED OUR CHESTNUTS OUTTA THE FIRE BACK THERE...AND I WANT YA TO KNOW THAT I'M RECOMMENDIN' YA FER A CITATION!

THANK YOU, COLONEL, BUT I ONLY DID MY DUTY...AS AN AGENT OF SHIELD!

WHEN I SAW YA LEAP INTO ACTION AGAINST THEM HYDRA HOODS, I COULDN'T HELP THINKIN' OF THE DAYS WHEN I WAS RAMRODDIN' A COMMANDO SQUAD BACK IN THE BIG ONE!

YOU AINT EXACTLY A BABE IN ARMS--WERE YOU IN ON THAT LITTLE FREE-FOR-ALL?

WHY, YES! AS A MATTER OF FACT, I TOO WAS IN A COMMANDO SQUADRON!



I KINDA HAD ME A HUNCH YOU MIGHT'A BEEN!

I DIDN'T CALL YOU IN HERE JUST TO PAT YA ON THE BACK AN' SING AULD LANG SYNE!

I GOT ME A PROBLEM, SITWELL, DUGAN, AN' JONES--OUR TOP THREE AGENTS--ARE ALL IN SICK BAY!

BUT, THE GIRL WILL BE OKAY IN A DAY OR TWO...AN' I NEED A CRACK AGENT TO GIT HER THRU ALL'A HYDRA'S TRAPS! THINK YA CAN HANDLE IT?



I'LL DO IT, COLONEL--OR DIE TRYING!

THAT'S WHAT I HOPED YA'D SAY! OKAY, BRONSON--THE JOB IS YOURS!

THANK YOU, SIR!

THE FOOL! HE HAS UNWITTINGLY PLAYED RIGHT INTO MY HANDS!

FIRST, I SHALL DISPOSE OF THE GIRL--AND THEN--NICK FURY!



MEANWHILE, IN THE AGORE-MENTIONED JACK BAY, THREE SHIELD STALWARTS ARE ENJOYING A HARD-EARNED REST IN THEIR OWN PARTICULAR WAY...

OKAY, YOU OL' WALRUS--HERE'S WHERE I CLEAN YA OUT--LOOK, STOCK, AND FEDORA!

I RAISE!

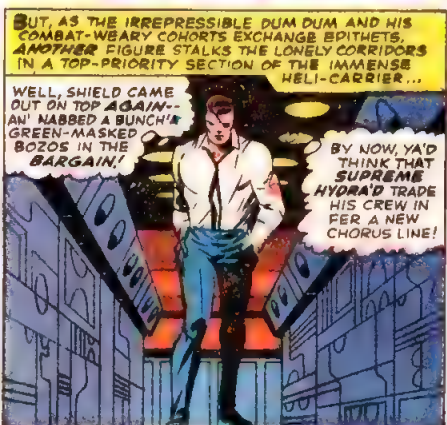
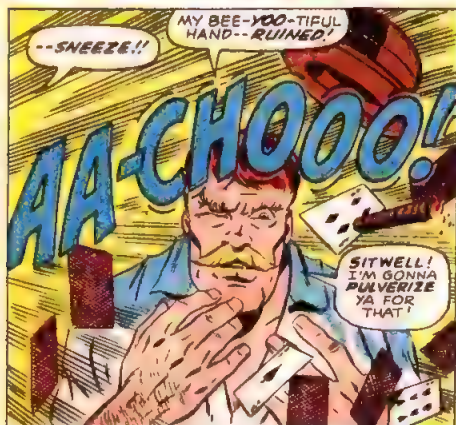
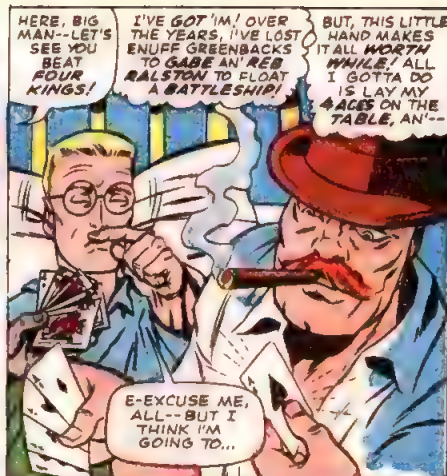
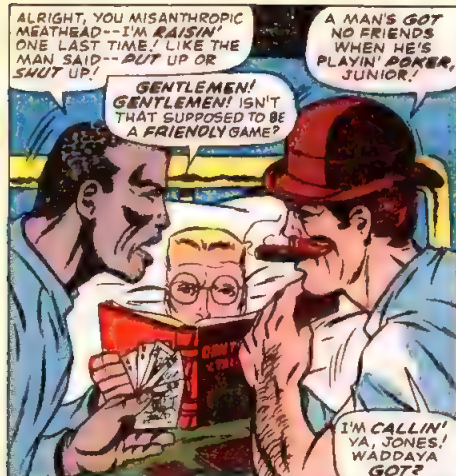
AN' I'LL JUST CALL THAT--AN' RAISE YOU!

THE SUN AINT RISEN ON THE DAY WHEN YOU COULD BLUFF OUT A DUGAN!

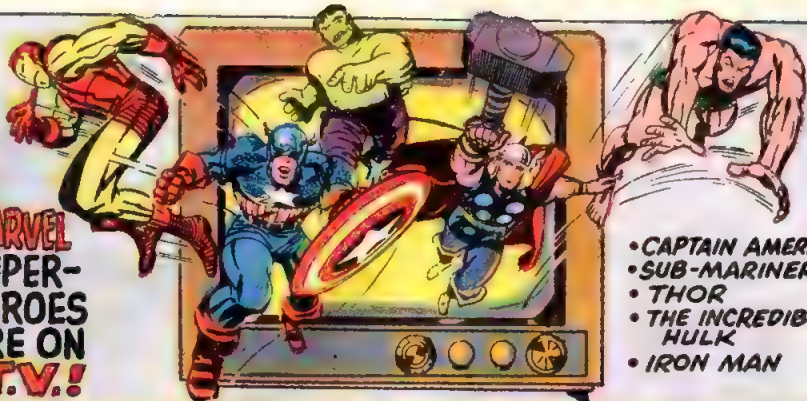


GENTLEMEN, HAS NO ONE EVER CAUTIONED YOU ABOUT THE FACT THAT GAMES OF CHANCE CAN BE HABIT-FORMING?

SHADDUP, SONNY, OR I'LL TAKE AWAY YER PACIFIER!



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8

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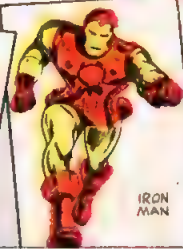
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"ALONE, AGAINST THE MINDLESS ONES!"

THE UNIMAGINABLY EVIL UMAR HAS LURED ME INTO THE DEADLIEST OF TRAPS!

I MUST NEEDS FREE THE INNOCENT CLEA FROM CAPTIVITY... BUT, IN ORDER TO DO SO, I AM FORCED TO CONFRONT A MURDEROUS ARMY OF MINDLESS ONES...

...THE MOST BRUTAL MAN-BEASTS IN ALL THE COSMOS!

YET, BY HOGGOTH'S HOARY HOSTS, I SHALL OVERCOME!



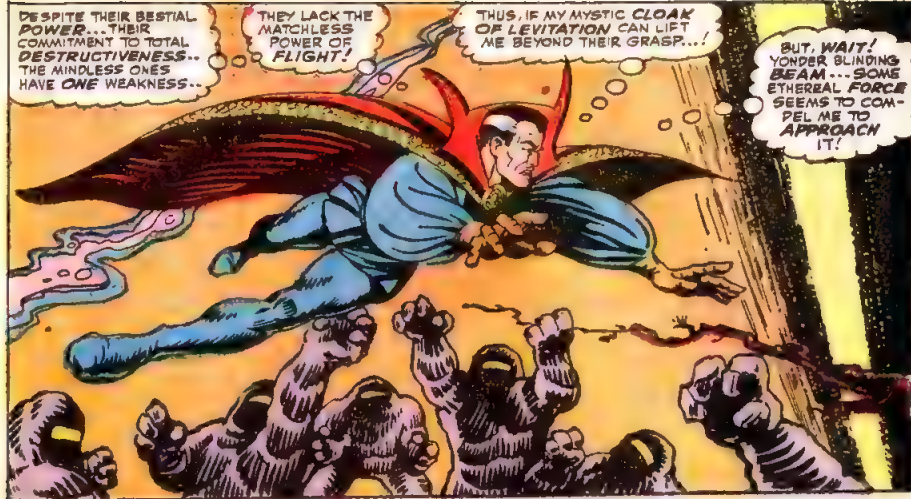
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DESPITE THEIR BESTIAL
POWER...THEIR
COMMITMENT TO TOTAL
DESTRUCTIVENESS...
THE MINDLESS ONES
HAVE ONE WEAKNESS...

THEY LACK THE
MATCHLESS
POWER OF
FLIGHT!

THUS, IF MY MYSTIC CLOAK
OF LEVITATION CAN LIFT
ME BEYOND THEIR GRASP...

BUT, WAIT!
YONDER BLINDING
BEAM...SOME
ETHEREAL FORCE
SEEMS TO COM-
PEL ME TO
APPROACH
IT!

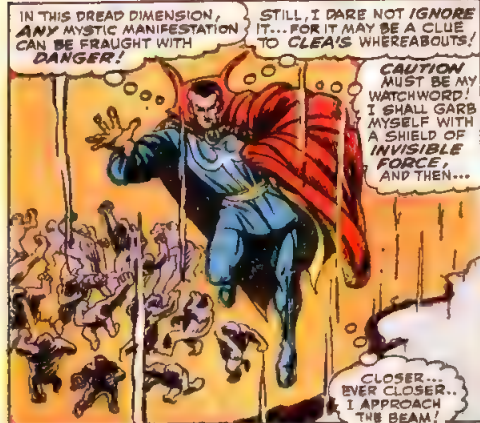


IN THIS DREAD DIMENSION,
ANY MYSTIC MANIFESTATION
CAN BE FRAUGHT WITH
DANGER!

STILL, I DARE NOT IGNORE
IT...FOR IT MAY BE A CLUE
TO CLEA'S WHEREABOUTS!

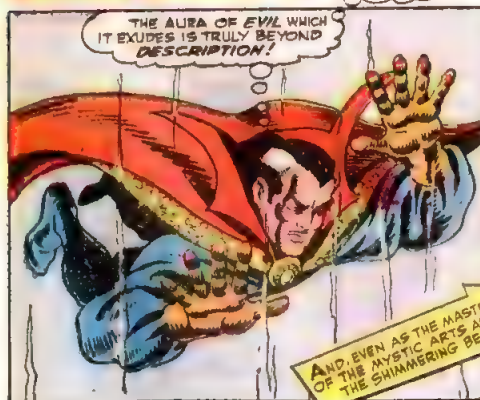
CAUTION
MUST BE MY
WATCHWORD!
I SHALL GARB
MYSELF WITH A
SHIELD OF
INVISIBLE
FORCE...
AND THEN...

CLOSER...
EVER CLOSER...
I APPROACH
THE BEAM!



THE AURA OF EVIL WHICH
IT EXHURES IS TRULY BEYOND
DESCRIPTION!

AND, EVEN AS THE MASTER
OF THE MYSTIC ARTS APPROACHES
THE SHIMMERING BEAM...

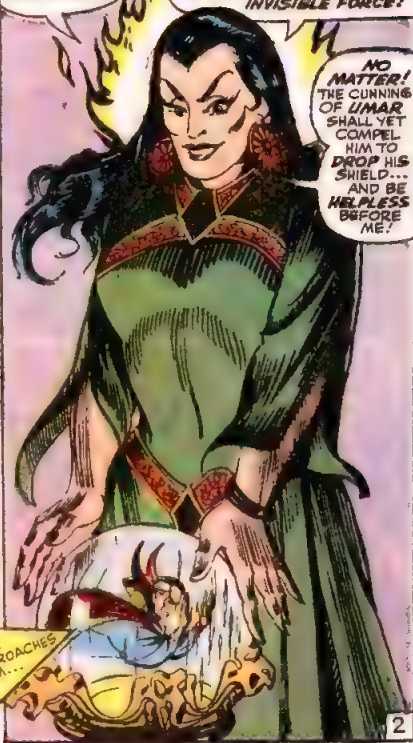


BY THE DARK
DEEDS OF
DORMAMMU...
HE HAS BEEN
LURED BY
UMAR'S BAIT!

BUT, HE SURVIVES THE DEADLY
LUMINESCENCE OF MY MOST
POTENT BEAM!

HE HAS SEEN FIT TO GIRD
HIMSELF WITH A SHIELD OF
INVISIBLE FORCE!

NO
MATTER!
THE CUNNING
OF UMAR
SHALL YET
COMPEL
HIM TO
DROP HIS
SHIELD...
AND BE
HELPLESS
BEFORE
ME!



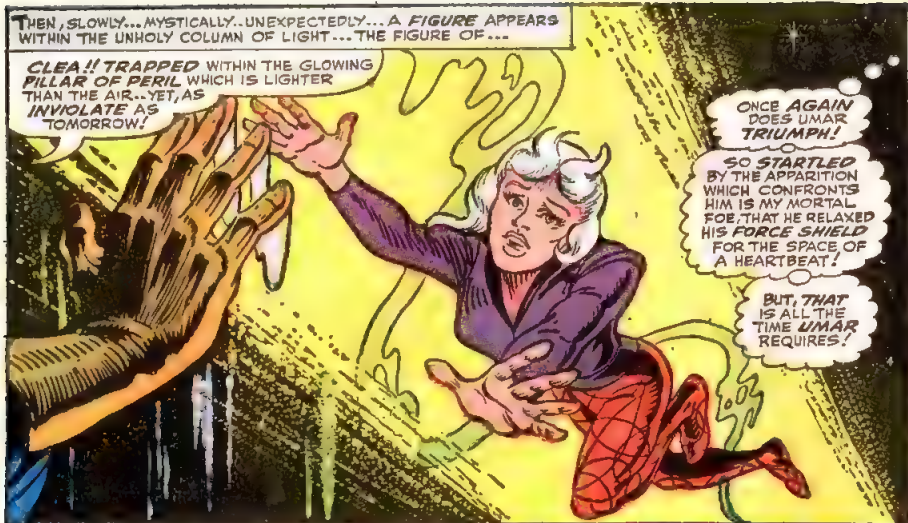
THEN, SLOWLY...MYSTICALLY...UNEXPECTEDLY...A FIGURE APPEARS
WITHIN THE UNHOLY COLUMN OF LIGHT...THE FIGURE OF...

CLEA!! TRAPPED WITHIN THE GLOWING
PILLAR OF PERIL WHICH IS LIGHTER
THAN THE AIR...YET, AS
INVOLATE AS
TOMORROW!

ONCE AGAIN
DOES UMAR
TRIUMPH!

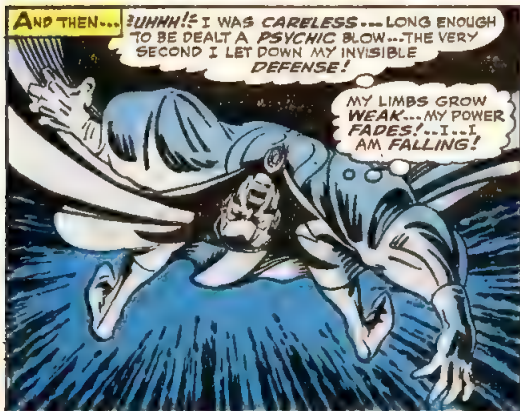
SO STARTLED
BY THE APPARITION
WHICH CONFRONTS
HIM IS MY MORTAL
FOE, THAT HE RELAXED
HIS FORCE SHIELD
FOR THE SPACE OF
A HEARTBEAT!

BUT, THAT
IS ALL THE
TIME UMAR
REQUIRES!

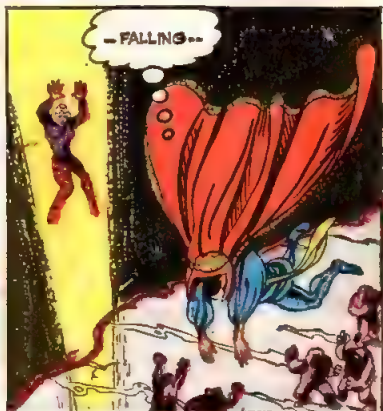


AND THEN...
BUNNN!! I WAS CARELESS... LONG ENOUGH
TO BE DEALT A PSYCHIC BLOW...THE VERY
SECOND I LET DOWN MY INVISIBLE
DEFENSE!

MY LIMBS GROW
WEAK...MY POWER
FADES!...I...
AM FALLING!



- FALLING -



BUT, CERTAIN
DOOM AWAITS
ME BELOW!

I DARE NOT LOSE CONSCIOUS-
NESS! BY THE MYSTIC HERITAGE
OF THE VENERATED ANCIENT
ONE...I MUST KEEP MY
SENSES!



THOUGH I HAVE BEEN
DEALT A CRUSHING
BLOW...THOUGH I
FIGHT ALONE, AGAINST
THE DEADLIEST OF
FOES...IN THE MOST
FRIGHTFUL OF
WORLDS...I CANNOT
ABANDON MY TRUST!

THE SISTER OF
DORMAMMU
MUST NEVER BE
FREE TO STALK
THE UNSUSPECT-
ING DIMENSIONS...

AND CLEA... HELPLESS...
LOVELY CLEA, MUST NOT BE
ABANDONED... NOT WHILE
A BREATH OF LIFE REMAINS
WITHIN ME!



CONTINUED AFTER NEXT PAGE

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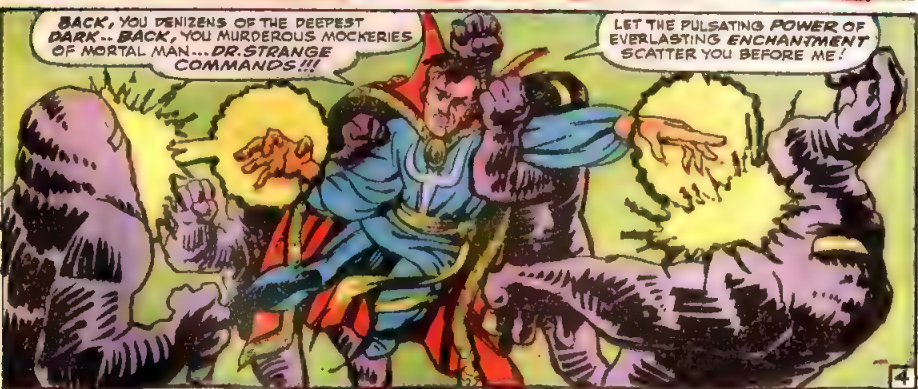
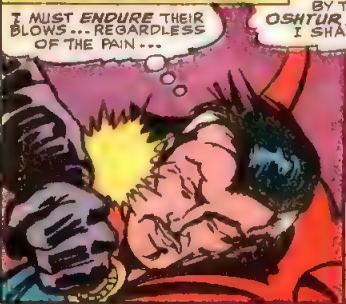
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AND, AS THE ENTRAPPED MASTER OF THE MYSTIC ARTS STRUGGLES DESPERATELY TO HOLD HIS INHUMAN ATTACKERS AT BAY, WHILE HE RECOVERS HIS FORMER STRENGTH AND POWER, IT SEEMS THAT THERE IS MUCH TRUTH IN UMAR'S TAUNTING PROPHECY...



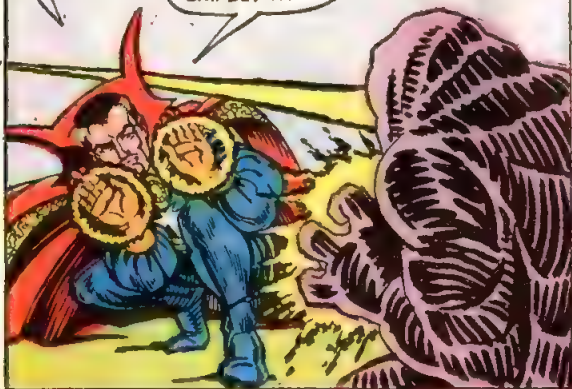
AHH! I DID FORGET, MOMENTARILY, THAT THE **MINDLESS ONES**, TOO, POSSESS THE WEAPONS OF **SORCERY!**

BUT, IT MATTERS **NOT!** FOR EVERY **WEAPON** THERE IS LIKEWISE A **DEFENSE**... IF ONE HAS THE **WORTH** AND THE **WILL** TO **EMPLOY** IT!

I MUST **NOT** NOW **FALTER!** EVERY **BLAST** OF **BEWITCHMENT** MUST BE MET BY AN **EQUALLY POTENT COUNTER-BLAST!**

YET, THEIR NUMBERS SEEM **LIMITLESS**... AND ALREADY MY LIMBS BEGIN TO **TIRE**... MY VERY **BRAIN** GROWS **HEAVY** WITH **MOUNTING FATIGUE!**

I MUST **EMPLOY** A **DIFFERENT TACTIC**... ONE WHICH IS **TOTALLY UNEXPECTED!**



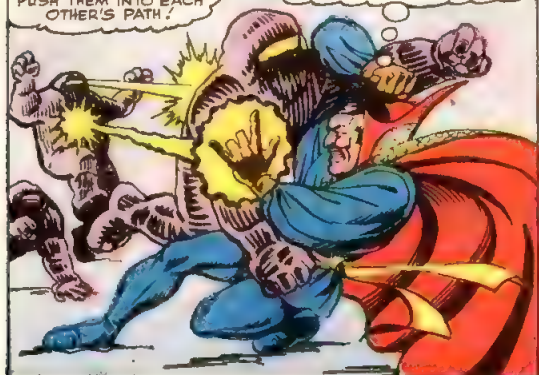
THE **LAST** THING THEY EXPECT... A **SUDDEN PHYSICAL ONSLAUGHT**...

THROK!



BY MOVING WITH ALL POSSIBLE **SPEED**, I CAN **CONFUSE** THEM... PUSH THEM INTO EACH OTHER'S **PATH!**

LET THEIR OWN **BRUTAL BODIES** SERVE AS MY **DEFENSE** AGAINST THEIR **POUNDING BLASTS!**

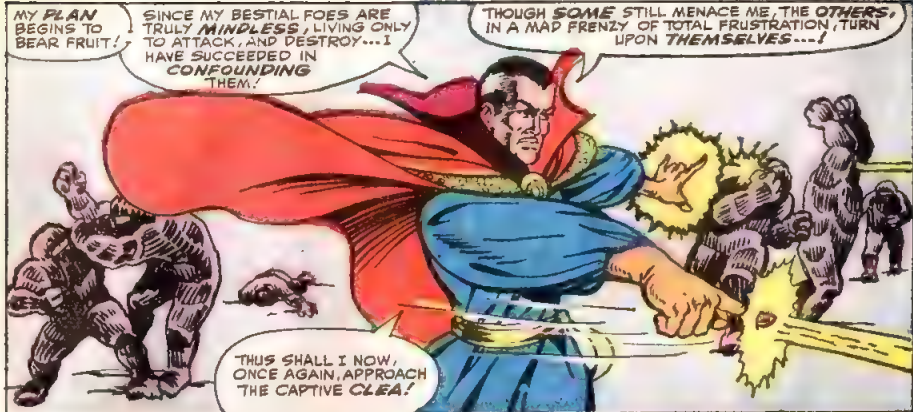


WHAT MANNER OF **MORTAL** IS HE... THIS **SORCERER** WHO **FIGHTS** SO **FEARLESSLY** AGAINST **MIND-STAGGERING** **ODDS?**

NEVER HAVE I **BEHELD** SUCH **COURAGE**... SUCH **DARING**... SUCH **SKILL!**

'TIS **ALMOST** A **PITY** HE MUST **NOT** BE **PERMITTED** TO **SURVIVE!**



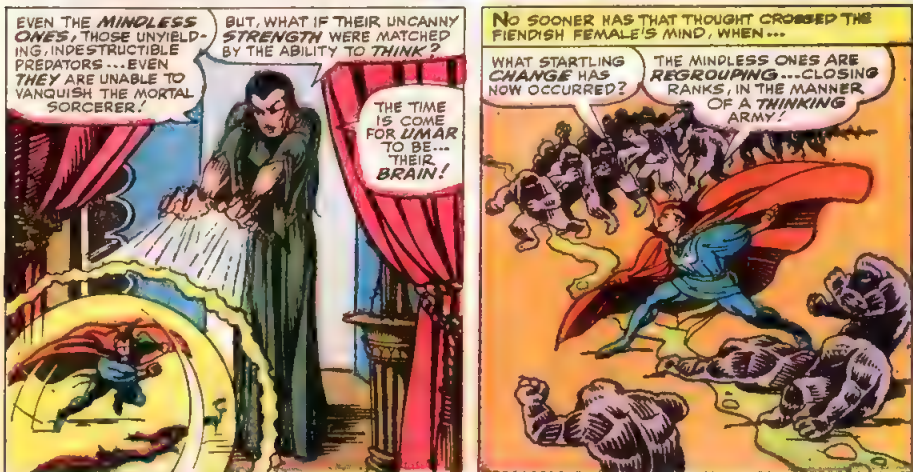


MY **PLAN** BEGINS TO BEAR FRUIT!

SINCE MY BESTIAL FOES ARE TRULY **MINDLESS**, LIVING ONLY TO ATTACK, AND DESTROY...I HAVE SUCCEEDED IN **CONFOUNDING** THEM!

THOUGH **SOME** STILL MENACE ME, THE **OTHERS**, IN A MAD FRENZY OF TOTAL FRUSTRATION, TURN UPON **THEMSELVES**....!

THUS SHALL I NOW, ONCE AGAIN, APPROACH THE CAPTIVE **CLEA**!



EVEN THE **MINDLESS ONES**, THOSE UNYIELDING, INDESTRUCTIBLE PREDATORS...EVEN THEY ARE UNABLE TO VANQUISH THE MORTAL **SORCERER**!

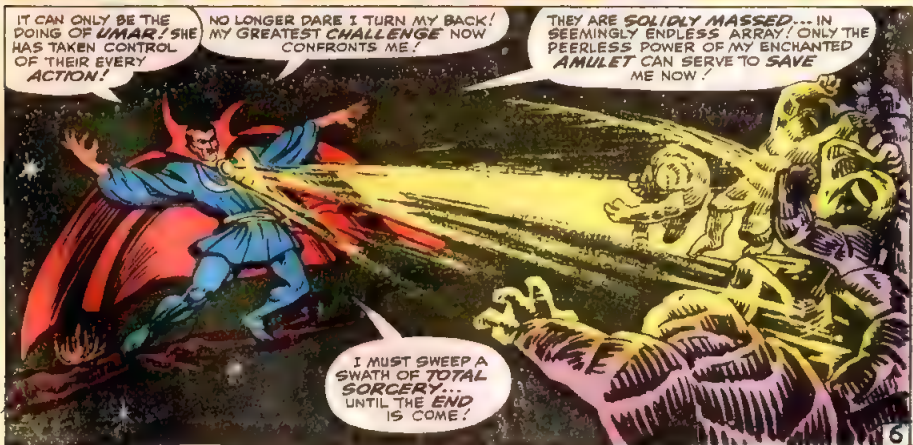
BUT, WHAT IF THEIR UNCANNY **STRENGTH** WERE MATCHED BY THE ABILITY TO **THINK**?

THE TIME IS COME FOR **UMAR** TO BE... THEIR **BRAIN**!

NO SOONER HAS THAT THOUGHT CROSSED THE FIENDISH FEMALE'S MIND, WHEN...

WHAT STARTLING **CHANGE** HAS NOW OCCURRED?

THE **MINDLESS ONES** ARE **REGROUPING**...CLOSING RANKS, IN THE MANNER OF A **THINKING** ARMY!



IT CAN ONLY BE THE DOING OF **UMAR**! SHE HAS TAKEN CONTROL OF THEIR EVERY **ACTION**!

NO LONGER DARE I TURN MY BACK! MY GREATEST **CHALLENGE** NOW CONFRONTS ME!

THEY ARE **SOLIDLY MAPPED**...IN SEEMINGLY ENDLESS ARRAY! ONLY THE **PEERLESS** POWER OF MY ENCHANTED **AMULET** CAN SERVE TO **SAVE** ME NOW!

I MUST SWEEP A SWATH OF **TOTAL SORCERY**... UNTIL THE **END** IS COME!

BUT THEN, AFTER LONG, FATEFUL MINUTES... WHICH SEEM LIKE YEARS...

THEY DRAW EVER CLOSER...

ONLY MY WONDROUS CLOAK CAN SHIELD ME FROM THEIR WITHERING BLASTS!

BUT, WITH YON GARMENT BEFORE ME THE EYE OF MY AMULET GROWS TRAGICALLY BLIND!

SO, MY CAPE MUST FALL OPEN ONCE AGAIN... THOUGH IT LEAVE ME VIRTUALLY WITHOUT DEFENSE!

AS THE LONG, TORTUROUS MOMENTS TICK BY, THE VALIANT SORCERER STANDS HIS GROUND... UNTIL, AT LAST...

THE STRAIN BECOMES TOO GREAT... EVEN MY AWESOME AMULET CANNOT DEFEND ME FOREVER!

I MUST CONSERVE ITS POWER... SOMEHOW!

AND THEN, WHEN HE NEEDS IT MOST, A SUDDEN INSPIRATION STRIKES...

BLESSED BE THE VISHANTI!

AT LAST I KNOW WHAT MUST BE DONE!

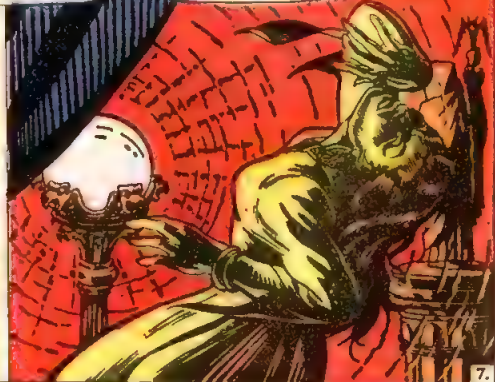
THE MINDLESS ONES ALONE ARE NOT MY FOE...

THEY ARE BUT THE LIMBS... 'TIS UMAR WHO IS THE EYES!

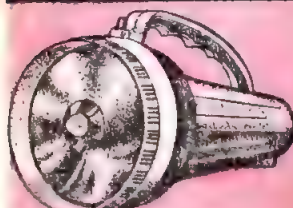
AND, IF THE EYES BE BLINDED, THEN WHO SHALL DIRECT THE LIMBS?

BY THE SHINING, SHIMMERING SHADES OF THE SERAPHIM, I NOW COMMAND...

LET A GLEAMING, GLITTERING GLARE ISSUE FORTH... WITH THE SUDDEN, STUNNING FURY OF A SERPENT'S STING!



CONTINUED AFTER NEXT PAGE



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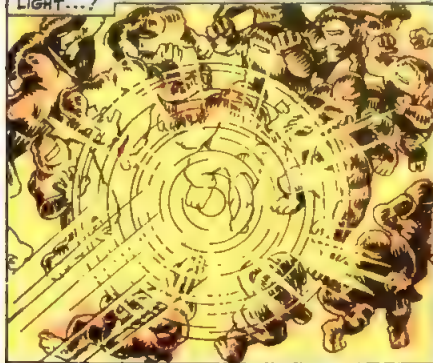
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AT THAT SPLIT-SECOND OF ETERNITY, THE MYSTIC FIGURE OF DR. STRANGE SUDDENLY SEEMS TO VANISH IN THE BLISTERING, BLINDING BLAZE OF LIGHT...



AS FROM AMONGST THE MINDLESS HORDE, ONE LONE THOUGHT ISSUES FORTH, A THOUGHT WHICH ONLY WE CAN COMPREHEND...

THIS IS MY ONLY CHANCE! I MUST HYPNOTICALLY TAKE THE FORM OF A MINDLESS ONE... LOSING MYSELF WITHIN THE SAVAGELY MILLING THROG!



I CANNOT HYPNOTIZE THE BRAINLESS BRUTES THEMSELVES, FOR THEY HAVE NO MINDS TO BE THUS AFFECTED...



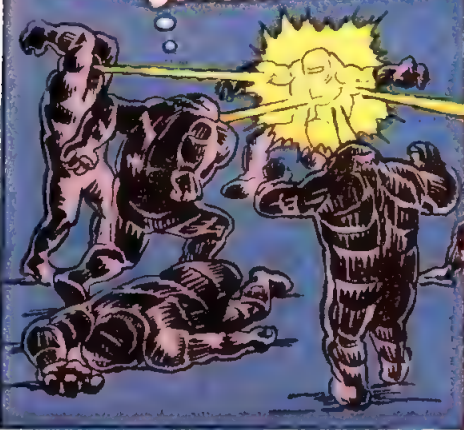
BUT, BY SHIELDING MYSELF FROM UMAR, SHE WILL NOT KNOW WHICH OF US IS HER MORTAL FOE!

STRANGE THINKS HE HAS DECEIVED ME BY TAKING THE FORM OF A MINDLESS ONE!

BUT, I SHALL COMMAND THEM TO ATTACK EACH OTHER, UNTIL... SOONER OR LATER... THEY DESTROY THE ONE WHO HIDES AMONGST THEM!



I SENSE THE SCHEME OF UMAR... BUT, I SHALL SOMEHOW REACH THE BARRIER BEFORE THE BEASTS CAN BE ORDERED TO TURN AGAINST ME!



HE BATTLES LIKE A MASTER, PARRYING MY EVERY MYSTIC THRUST WITH A BOLD, ENCHANTED COUNTER-THRUST OF HIS OWN CREATION!

BUT, THE SEEDS OF HIS DEFEAT HAVE ALREADY BEEN SOWN... ALL HE SHALL REAP WILL BE... DISASTER!

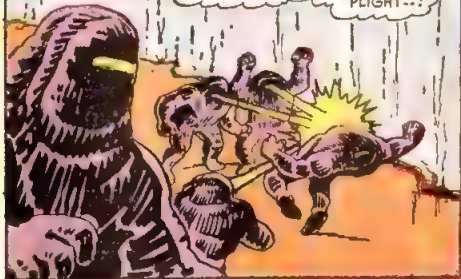


FOR, THE MAGIC OF UMAR IS FAR GREATER THAN HIS... AND THE DEADLIEST SHOCK OF ALL STILL AWAITS HIM!

EVEN THOUGH STRANGE MAY REACH THE BARRIER... HE WILL SOON LEARN IT IS ALL FOR NAUGHT!

THUS, I SHALL ALLOW HIM TO FINISH OUT HIS LITTLE GAME... WHILE I DIRECT MY MIND THROUGH THE ENDLESS DIMENSIONS!

...TO MAKE CERTAIN THAT HIS MOST POWERFUL ALLY IS AS YET UNAWARE OF HIS DISCIPLE'S FLIGHT...!



AHH! ALL IS AS I WOULD WISH! THE UNSUSPECTING ANCIENT ONE DOES OCCUPY HIS TIME WITH STUDY AND MEDITATION... WHILE THE TRAPPED DR. STRANGE DRAWS EVER CLOSER TO HIS FINAL DESTRUCTION!



BUT, TIME GROWS SHORT, AND MY PATIENCE WEARS THIN!

THEREFORE, BY MEANS OF THE SIMPLEST OF SPELLS I SHALL CAUSE HIM TO HASTEN TO HIS GOAL!



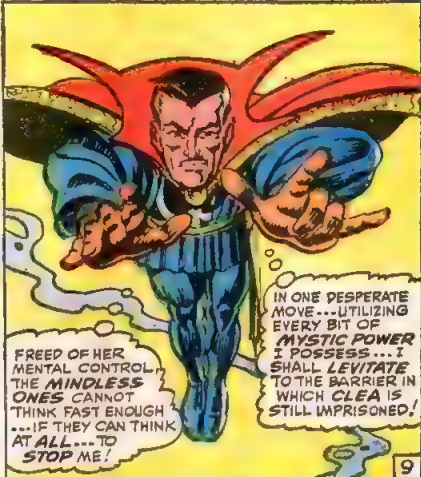
BY THE POWER OF THE DARKNESS IN THE NAME OF THE SATANISH I RELEASE THE BRAINLESS MULTITUDE LET MY MIND CONTROL NOW VANISH!



'T WAS ONLY I HE COULD HAVE HYPNOTIZED! WITHOUT MY MENTAL CONTROL, HIS ILLUSION MUST NOW FADE INTO NOTHINGNESS!

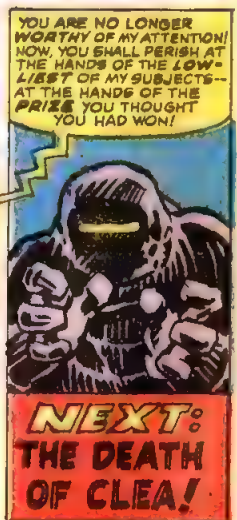
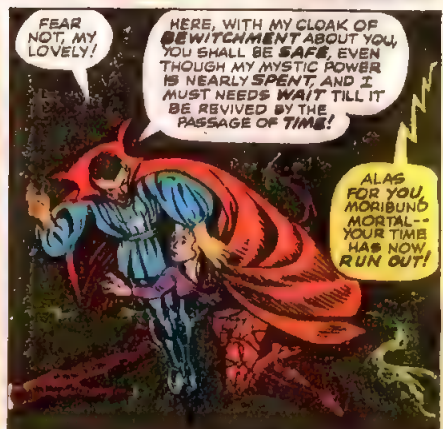
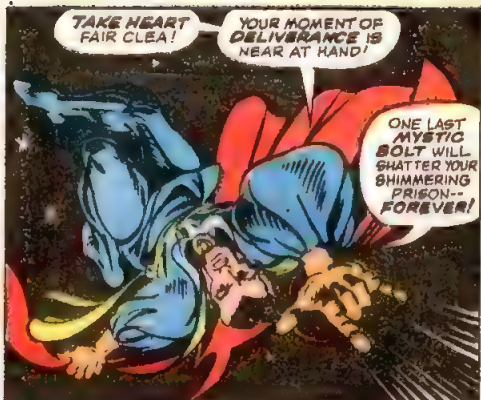
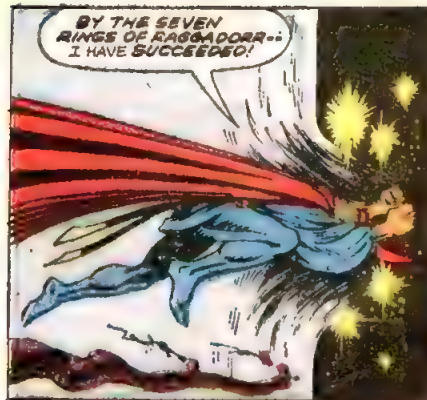
UMAR HAS OVERCOME MY SPELL! I STAND REVEALED ONCE AGAIN!

STILL, ALL IS NOT YET LOST!



FREED OF HER MENTAL CONTROL, THE MINDLESS ONES CANNOT THINK FAST ENOUGH... IF THEY CAN THINK AT ALL... TO STOP ME!

IN ONE DESPERATE MOVE... UTILIZING EVERY BIT OF MYSTIC POWER I POSSESS... I SHALL LEVITATE TO THE BARRIER IN WHICH CLEA IS STILL IMPRISONED!



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STRANGE MAILS

Dear Stan,

Shield's still playing around with Hydra at present, which isn't bad at all. I think I have figured out this who's-who villain thing. Hydra is the top group—THEM, Red Skull's merry band, and the Secret Empire are subsidiaries—AIM is a subsidiary of THEM (The supreme council of THEM is the top group running Hydra)—the Sons of the Serpent is the subsidiary of the Secret Empire—and it's all run by Dr. Doom. Right?

Bill Mooney, 7505 Delmar Blvd.
University City, Mo. 63130

You're asking us? Well, Bill, if you're injudicious enough to ask our opinion concerning so weighty a matter, we'll hazard a guess and give it to you as we see it—(from our own majestically myopic viewpoint!). Hydra is the top group of the whole mishmash—with Them, Aim, and the Secret Empire a few notches below, just as you said. However, the sneaky Serpents have no connection with the other baddies—although it wouldn't have been a bad idea—we kinda wish we'd thought of it! As for Doc Doom, he's strictly a loner—maybe it has something to do with his breath!



Dear Stan,

I really like Dr. Strange, but one thing bothers me—Dormammu! I don't like the idea of his still being alive. Please leave him dead. You're starting a whole new Dr. Strange series and I dislike the idea of having the shadow of Dormammu hanging over it. Besides, Dormammu takes attention away from Kaluu. This new character looks cool, but Dormammu could downgrade Kaluu and the whole story.

Cole Gagne, 5700 Arlington Ave.
Riverdale, N.Y. 10471

Now you tell us! After we've already sent Kaluu to that ol' sorcerer's super-market in the sky! Tell you what, Cole—stay with us for a while and see how the unpredictable Umar pans out—could be you'll really dig the dreaded one's sinister sis!

Dear Stan,

I would like to comment about Nick Fury, Agent of Shield. There are a few things I don't like. Number one is that you should bust ol' Fury down to being just the chief operative like Napoleon Solo. The reason for this is simple. You never see Mr. Waverly running around chasing crooks. He just sits and supervises the action. Number two is, well, I like Hydra and AIM and THEM, but couldn't you just sort of tone it down a bit? Finally, answer me a question—is the girl in issue #135 shown as Supreme Hydra's daughter the same girl who helped Fury escape in issue #139? Nuff said!

Mike Brown
Sand Spring, Okla.

You're a fine one, Mike. You're trying to get us to downgrade poor ol' Nick just because Mr. Waverly

doesn't personally chase any bad guys! Seems to us you could have just as easily told NBC to change Mr. Waverly's role! However, we're willing to let that pass because we have another matter to explore with you in depth! The answer to your question is—Yes, it's the same gal in ish #135 as in #139—but, what we wanna know is—what in the name of Dum Dum Dugan made you wait so long before you asked? That was well over a year ago, Speedy!

Dear Stan,

Thoreau wrote hundreds of letters in his life, and I have trouble answering my Christmas cards. He was a man of letters, and I am the greatest living practitioner of the mystic arts. Black magic, as it was discussed in issue #150, is a matter of symbolism and intent. The phrase is symbolic of the greatest danger to the necromancer, the destruction of his mind. The psyche of the magician is always in danger in all fields of magic. The evil of intent penetrates to the core of the mind. Eventually, this corruption leads to unbalance and destruction. White and black magic is governed by the law of ethics. This law involves several pages of symbolic quadrates. A simple example of the distinction between white and black is: the curing of a killer, even though he may kill again, is white magic—the cursing of this killer for society's own good is black magic. Red magic (an exalted state of the art, practiced only by certain castes of elemental and non-humans) operates independently of the law of ethics. About the cloak of levitation, a neophyte may parrot a levitative spell from one of the better thaumaturgical texts. A master would cast an incomplete, personal levitation spell about some object (a cloak, for instance) and cast a preservative spell over his works. When he wishes to levitate he completes the spell subconsciously with a few key words. I hope this has cleared things up. As you might guess, I am an advocate of your excellent documentary, Dr. Strange.

William McQueeney, 311 Huntington Ave.
Boston, Mass.

Hooo boy! Sure, Bill—your letter cleared things up fine—we think. But, do us a favor, pal—don't ever send us one trying to confuse us! Actually, we'd never heard of red magic before—is it something they practice in the Kremlin? (Ouch!) Anyway, since you claim to be the greatest practitioner of the mystic arts, we don't have to write any more—we'll just think what we wanna say to you, and you can take it from there! Oh, and say hello to Hoggoth next time you run into 'im, okay?

NEXT ISH: From here on in, Nick Fury and his high-powered Agents of Shield really go into high gear! Things start narrowing down to a personal duel between the hard-bitten ex-sarge and the mysterious master of many disguises who has sworn to destroy Shield and all it stands for! Meanwhile, aided by Marvel-ous Marie Severin, Stan and company bring the chronicle of Dr. Strange to heights of grandiose grotesqueries and gargantuan glory never before conceived of in the history of comic-bookdom! And, with those few meager, modest sentiments we commit you to the care of the omnipotent Oshtur—because we want only the best for our true believers till we meet again! So say we all!



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